



Norfolk Southern Corporation
Law Department
185 Spring Street, S.W.
Atlanta, Georgia 30303-9998

RECORDATION NO. **9427A** Filed & Recorded

David R. Willson
Senior General Attorney
404 529-2352

OCT 21 1986 12-2 0 PM

October 17, 1986
INTERSTATE COMMERCE COMMISSION
60379

6-294A032

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Re. **OCT 21 1986**
Date **10:00**
Per \$

TOP OFFICE OF
THE SECRETARY
OCT 21 12 13 PM '86
MOTOR OPERATING UNIT

Dear Ms. McGee:

100 Washington, D. C.

I enclose three original counterparts of the document described in paragraph (1) hereof for recordation pursuant to Section 11303 of Title 49 of the U.S. Code and return, together with an original counterpart thereof for retention by the Commission.

In accordance with 49 CFR Part 1177 covering the recordation of documents, I advise you as follows:

- (1) The enclosed document is a Statement of New Numbers dated as of September 3, 1986, relating to railway equipment.
- (2) The enclosed document is a "secondary document" under 49 CFR 1177.1. The "primary document" to which the enclosed document is connected is a Conditional Sale Agreement/Agreement and Assignment dated as of May 1, 1978, which was filed and recorded in your office on June 6, 1978, at 3:30 P.M. and was assigned recordation No. 9427.
- (3) The enclosed document is not an assignment and we do not request that it be cross-indexed.
- (4) The enclosed document was executed for the purpose of changing the road numbers on 59 80' 70-ton Flat Cars with enclosed auto racks, AAR designation FA, purchased under the aforesaid primary document, and bearing the original and the new road numbers therein shown.

Barbara M. Cole

Ms. Noretta R. McGee
October 17, 1986
page two

The units of Equipment will continue to be marked in letters not less than one-half inch in height with the words:

OWNED BY A BANK OR TRUST COMPANY UNDER A FINANCING AGREEMENT RECORDED WITH THE INTERSTATE COMMERCE COMMISSION UNDER SECTION 20c OF THE INTERSTATE COMMERCE ACT.

- (5) The names and addresses of the parties to the enclosed document are Morgan Guaranty Trust Company of New York, as Agent, 30 West Broadway, New York, New York 10015, and Southern Railway Company, Purchaser, 185 Spring Street, S.W., Atlanta, GA 30303.
- (6) After recordation, the three original counterparts of the enclosed document not required by the Commission for recordation should be returned to David R. Willson, Esq., Senior General Attorney, Norfolk Southern Corporation, 185 Spring Street, S.W., Atlanta, GA 30303.
- (7) The recordation fee of \$10 is enclosed.
- (8) A short summary of the enclosed document for index use follows:

This is a Statement of New Numbers dated as of September 3, 1986 executed by Southern Railway Company and by Morgan Guaranty Trust Company of New York, as Agent, changing the road numbers on 59 89' 70-ton Flat Cars with attached auto racks purchased subject to a Conditional Sale Agreement and Assignment and Assignment bearing recordation No. 9427.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



David R. Willson

Enclosures

Executed in 4 counterparts of
which this in counterpart no. 3.

RECORDATION NO. 2427A Filed & Recorded

SOUTHERN RAILWAY COMPANY

OCT 21 1986 12-2 0 PM

STATEMENT OF NEW IDENTIFYING NUMBERS
INTERSTATE COMMERCE COMMISSION

To be Substituted for Original Numbers on

59 89' 70-ton Flat Cars with enclosed auto racks purchased pursuant to a Conditional Sale Agreement dated as of May 1, 1978 among THRALL CAR MANUFACTURING COMPANY, PULLMAN INCORPORATED (Pullman Standard Division), and SOUTHERN RAILWAY COMPANY and subject to an Agreement and Assignment dated as of that same date between each of THRALL CAR MANUFACTURING COMPANY and PULLMAN INCORPORATED (Pullman Standard Division) and Morgan Guaranty Trust Company of New York, as Agent.

Original Numbers

SOU 50400—50457 (both inclusive) and 50459

New Numbers to be Substituted
for Original Numbers:

150400—150457 (both inclusive) and 150459.

I certify the foregoing to be correct as of September 3, 1986.

SOUTHERN RAILWAY COMPANY
By


Vice President

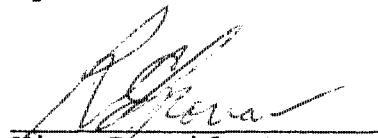
Attest:


Assistant Secretary

The Undersigned, Morgan Guaranty Trust Company of New York, as Agent under the aforesaid Agreement and Assignment, hereby acknowledges the filing with it of the foregoing Statement of New Numbers.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK

By


Vice President

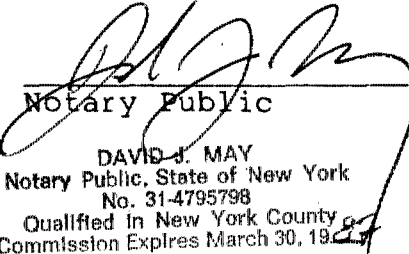
Attest:


Assistant Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

On this 8th day of October, 1986 before me personally appeared R. E. SPARROW to me personally known, who, being by me duly sworn, says that he is a Vice President of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

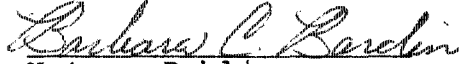
My Commission expires:


Notary Public
DAVID J. MAY
Notary Public, State of New York
No. 31-4795798
Qualified in New York County
Commission Expires March 30, 1987

STATE OF GEORGIA)
COUNTY OF FULTON) ss:

On this 18th day of September, 1986 before me personally appeared P. R. Rudder, to me personally known, who, being by me duly sworn, says that he is a Vice President of SOUTHERN RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission expires:


Notary Public
Notary Public, Georgia, State at Large
My Commission Expires Feb. 28, 1988

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

10/21/86

David R. Willson
Norfolk Southern Corporation
Law Dept.
185 Spring St. S.W.
Atlanta, Georgia 30303-9998

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/21/86 at 12:20pm, and assigned re-recording number(s) 9427-A

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)